



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

February 12, 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

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FEB 27 '02 11-88 AM
TS
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of January 7, 2002 between the following parties:

Lessee: Schuylkill Railcar, L.P.
1058 Pennsylvania Ave.
Harrisburg, PA 17111

Lessor: Joseph Transportation Services, Inc
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (37) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated January 7, 2002 related to thirty-seven (37) railcars bearing reporting marks DLWR 7000-7036, inclusive.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 17987 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 7th day of January, 2002, is intended to evidence the lease dated as of January 7, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SCHUYLKILL RAILCAR, L.P.**, a PA limited partnership ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-seven (37) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due company authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: Paul G. Jantsch

Name: Paul G. Jantsch

Title: President

Date: January 7, 2002

SCHUYLKILL RAILCAR, L.P.

By: David M. Gumble

Name: David M. Gumble

Title: president

Date: 2-7-02

RECORDATION NO. 23882 - FILED

FEB 27 '02 11-88 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO

COUNTY OF HAMILTON

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) SS:
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The foregoing instrument was acknowledged before me this 7th day of January, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF PA

COUNTY OF DAUPHIN

)
) SS:
)

The foregoing instrument was acknowledged before me this 7th day of Feb, 2002,
by Dan M. Zell, the President of Schuylkill Railcar, L.P., a
PA limited partnership, on behalf of the partnership.

[Signature]
Notary Public

My Commission expires:

Notarial Seal
Rebecca Hess, Notary Public
Royalton Boro, Dauphin County
My Commission Expires Jan. 9, 2005
Member, Pennsylvania Association of Notaries

EXHIBIT A

To the Memorandum of Lease dated January 7, 2002, between Joseph Transportation Services, Inc. and Schuylkill Railcar, L.P.

DESCRIPTION OF UNITS

Thirty-seven (37) railcars bearing reporting marks as follows:

DLWR 7000-7036, inclusive.

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002